

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
CITIBANK, N.A.,

Plaintiff and
Counterclaim Defendant,

-against-

MORGAN STANLEY & CO. INTERNATIONAL, PLC,
Defendant and
Counterclaimant.

-----X

USDC SDNY DOCUMENT ELECTRONICALLY FILED DOC #: DATE FILED: 6/27/11
--

09 CIVIL 8197 (SAS)

JUDGMENT

#11,1229

Whereas the parties having entered into a Stipulation for Entry of Final Judgment on June 24, 2011, and the matter having come before the Honorable Shira A. Scheindlin, United States District Judge, and the Court, on June 24, 2011, having rendered its Stipulation and Order For Entry of Final Judgment that for the reasons stated in the Court's Opinion and Order dated May 25, 2011, and the Court's Order dated May 27, 2011, 1. MSIP is directed to pay Citibank the sum of \$268,025,768.59 (reflecting the Early Termination Amount of \$245,368,966.51 plus interest thereon at a rate of 4.748% per annum, compounding daily from August 7, 2009 (the Early Termination Date) through June 17, 2011) (the "Judgment Amount"); 2. The Judgment Amount shall bear interest from June 17, 2011, at the rate of 4.748% per annum, compounded daily, until satisfied; 3. MSIP's consent to the Stipulation and Order for Entry of Final Judgment is without prejudice to its rights to appeal the aforementioned orders and final judgment in this action, all of which rights are expressly reserved; and 4. Execution of judgment in this action is stayed pending appeal; this stay expires upon issuance of the mandate by the United States Court of Appeals for the Second Circuit, it is,

ORDERED, ADJUDGED AND DECREED: That for the reasons stated in the Court's Stipulation and Order for Entry of Final Judgment dated June 24, 2011, and for the reasons stated in the Court's Opinion and Order dated May 25, 2011, and the Court's Order dated May 27,

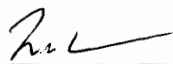
2011, 1. MSIP is directed to pay Citibank the sum of \$268,025,768.59 (reflecting the Early Termination Amount of \$245,368,966.51 plus interest thereon at a rate of 4.748% per annum, compounding daily from August 7,2009 (the Early Termination Date) through June 17,2011) (the "Judgment Amount"); 2. The Judgment Amount shall bear interest from June 17,2011, at the rate of 4.748% per annum, compounded daily, until satisfied; 3. MSIP's consent to the Stipulation and Order for Entry of Final Judgment is without prejudice to its rights to appeal the aforementioned orders and final judgment in this action, all of which rights are expressly reserved; and 4. Execution of judgment in this action is stayed pending appeal; this stay expires upon issuance of the mandate by the United States Court of Appeals for the Second Circuit.

Dated: New York, New York
June 27, 2011

RUBY J. KRAJICK

Clerk of Court

BY:



Deputy Clerk

THIS DOCUMENT WAS ENTERED
ON THE DOCKET ON _____